FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

/	2	9	7	3	8	2

OMB APPROVAL OMB Number: 3235-0076

Expires: May 31, 2005 Estimated average burden hours per response16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Common Stock										
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☑ Ru	lle 506								
Type of Filing:	☐ Amendment	- 12 2004 »								
	A. BASIC IDENTIFICATION DATA									
1. Enter the information requested about	the issuer									
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)										
DATA CONNECT CORPORATION	N									
Address of Executive Offices	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)								
•										
317 Inverness Way South, Suite 140,	317 Inverness Way South, Suite 140, Englewood, Colorado 80112 (303) 840-7477									
Address of Principal Business Operations	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)								
(if different from Executive Offices)		PROCESSED								
Brief Description of Business		RUUSOLL								
Document Management		JUL 19 2004								
Type of Business Organization		THOMSON D								
☑ corporation	☐ limited partnership, already formed	other (please special NANCIAL								
□ business trust	☐ limited partnership, to be formed	— · · · · · · · · · · · · · · · · · · ·								
	Month Year									
Actual or Estimated Date of Incorporation	or Organization: 0 4 8 8	☑ Actual ☐ Estimated								
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Postal Service a	bbreviation for State:								
•	· CN for Canada; FN for other foreign ju	arisdiction)								
COLUMN AT THE OWN THE OWN OF THE OWN										

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed copy or bear typed or printed signatures.

Filing Fee: There is no federal filing fee.

State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

•	A. BASIC IDENTIF	ICATION DATA			
2. Enter the information requested of th					
• Each promoter of the issuer, if the			•		
 Each beneficial owner having th securities of the issuer; 	e power to vote or dispose,	or direct the vote or disp	osition of, 10%	more	of a class of equity
• Each executive officer and dire	ector of corporate issuers	and of corporate genera	l and managing	pari	mers of partnership
issuers; and	1		- ··	, r	r
Each general and managing parts					
Check Box(es) that Apply: ☐ Promote	r ☑ Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if individual)	· · · · · · · · · · · · · · · · · · ·		 		
Hobbs, Tim					
Business or Residence Address (Number	and Street, City, State, Zip	Code)			
317 Inverness Way South, Suite 14	0, Englewood, Colorado 8	0112	•		
Check Box(es) that Apply: ☐ Promote	r ☐ Beneficial Owner	☑ Executive Officer	☑ Director	Π.	General and/or Managing Partner
Full Name (Last name first, if individual)					
Blackburn, David					
Business or Residence Address (Number	and Street, City, State, Zip	Code)			
317 Inverness Way South, Suite 14	0, Englewood, Colorado 8	30112			•
Check Box(es) that Apply: ☐ Promote	r 🔲 Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Coudayre, Vic	· · ·	· .			
Business or Residence Address (Number	and Street, City, State, Zip	Code)			
317 Inverness Way South, Suite 14	0, Englewood, Colorado 8	30112	·		
Check Box(es) that Apply: ☐ Promote	r 🗆 Beneficial Owner	☑Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Sease, Jeff					
Business or Residence Address (Number	and Street, City, State, Zip	Code)			•
317 Inverness Way South, Suite 14	0, Englewood, Colorado 8	80112			
Check Box(es) that Apply: ☐ Promote	r 🗆 Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					,
Tarufelli, Lynda					
Business or Residence Address (Number	and Street, City, State, Zip	Code)			
317 Inverness Way South, Suite 14	0, Englewood, Colorado 8	30112			
Check Box(es) that Apply: ☐ Promote	r □ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number	and Street, City, State, Zip	Code)			
Check Box(es) that Apply: ☐ Promote	Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)			·		
Business or Residence Address (Number	and Street, City, State, Zip	Code)			

					B. IN	FORMAT	TION ABO	OUT OFFE	ERING				
1.	Has th	ne issuer so	old, or doe	s the issue	r intend to	sell, to no	n-accredite	d investors	in this off	ering?	Ye	s 🗖 lì	No 🛛
				А	answer also	in Appendi	x, Column 2	2, if filing ur	nder ULOE.				
2.	What	is the min	imum inve	stment tha	t will be ac	ccepted fro	om any ind	ividual?			\$	50,00	00.00
3.	Does	the offerin	ig permit je	oint owners	ship of a si	ingle unit?					Ye:		Vo □
4.	simila an ass or dea	r remuner ociated pe aler. If m	ation for so rson or ago ore than f	olicitation on the of a bro	of purchas oker or dea csons to be	ers in com ler registe	nection wit red with th	h sales of s e SEC and	securities i or with a s	n the offeri state or stat	ing. If a pes, list the	any common any common to be name of the unay set	e listed is ne broker
Full		,	ne first, if	ndividual)		•							
Bus	None		ce Address	(Number	and Street	. City. Stat	te, Zip Cod	le)					<u> </u>
				(1 01110 01		, 02-5, 03-							
Nar	ne of A	Associated	Broker or	Dealer									
Stat							cit Purchas	sers		<u> </u>		ПА	Il States
Αl		AK 🗆	AZ 🗆	AR 🗆	CA 🗆	со 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🗆	GA □	Ц Д	ID 🗆
IL		· IN 🗆	IA 🗆	ks □	KY □	LA 🗆	ме 🗆	MD □	ма 🗆	мі 🗆	MN 🗆	мѕ □	мо 🗆
МТ	r 🗆	NE 🗆	NV 🗆	NH 🗆	ил 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	or □	PA 🗆
R	ı 🗆	sc □	SD 🗆	TN 🗆	тх 🗆	UT 🗀	VT 🗆	VA 🗆	WA 🗆	. wv 🗖	WI 🗆	WY 🗆	PR 🗆
Full	l Name	(Last nan	ne first, if	individual)									
Bus	siness o	or Residen	ce Address	(Number	and Street	, City, Sta	te, Zip Cod	le)			<u></u>		
Nar	ne of A	Associated	Broker or	Dealer					<u> </u>		·		
Stat				•			cit Purchas	sers				D A	Il States
Al	L D	AK 🗆	AZ 🗆	AR □	CA 🗆	со 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🗀	GA □	ні 🗆	ID 🗆
II		IN 🗆	IA 🗆	ks □	KY □	LA 🗖	ме 🗆	MD 🗆	ма 🗆	мі 🗆	MN 🗆	мѕ 🗆	мо 🗖
М	т 🗆	NE 🗆	NV 🗆	ин □	NJ 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
R	i 🗆	sc □	SD 🗆	TN 🗖	тх 🗆	UT 🗆	VT □	VA 🗆	WA 🗆	w√□	WI 🗆	WY 🗆	PR 🗆
Ful	l Name	(Last nan	ne first, if	individual)									
Bus	siness o	or Residen	ce Address	s (Number	and Street	, City, Sta	te, Zip Coc	le)					
Nar	me of A	Associated	Broker or	Dealer				<u> </u>				***	
Stat	tes in V	Which Pers	son Listed	Has Solici	ted or Inte	nds to Sol	icit Purchas	sers					
~										•••••	•••••••	🗆 А	Il States
A		AK □	AZ 🗆	AR 🗆	CA □	со 🗖	CT 🗆	DE 🗆	DC 🔲	FL 🗆	GA □	ні 🗆	ID 🗆
11	L 🗆	IN 🗆	IA 🗆	ks □	KY 🗆	LA 🗆	ME 🗆	MD 🗆	MA 🏻	MI 🗆	MN 🗆	MS □	мо 🗆
M	т 🗆	NE 🗆	NV 🗆	NH 🗆	N)	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
F	RI 🗆 :	sc □	SD 🗖	TN 🗆	тх 🗆	UT 🗖	VT 🗆	VA 🗆	WA 🗆	wv 🗆	wi 🗆	WY 🗆	PR 🗆

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	. C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	D US	E OF PRO	CEI	EDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.				,	
	Type of Security		Aggregate ffering Pri		An	ount Already Sold
	Debt	\$	0		\$	0
	Equity	\$	450,000	,	\$	300,000
	☐ Common ☐ Preferred	-			-	
	Convertible Securities (including warrants)	\$	0		\$	0
	Partnership Interests	\$	0		\$	0
	Other (Specify)	\$	0		\$	0
	Total	\$	450,000)	\$	300,000
	Answer also in Appendix, Column 3, if filing under ULOE.	* -			Ψ -	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."					
			Number Investors			Aggregate ollar Amount of Purchases
	Accredited Investors		3.		\$	300,000
	Non-accredited Investors		0		\$	0
	Total		3		\$	300,000
	Answer also in Appendix, Column 4, if filing under ULOE.		,		•	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		m a		_	
	Type of offering		Type of Security	,	D	ollar Amount Sold
•	Rule 505		n/a		\$	n/a
	Regulation A		n/a		\$	n/a
	Rule 504		n/a		\$	n/a
	Total		n/a		\$	n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an				•	
	estimate and check the box to the left of the estimate.					
•	Transfer Agent's Fees				\$	N/A
	Printing and Engraving Costs			Ø	\$	500.00
	Legal Fees			☑	\$	7,000.00
	Accounting Fees				\$	N/A
	Engineering Fees				\$	N/A
	Sales Commissions (specify finders' fees separately)				\$	N/A
	Other Expenses (identify) Filing Fees	• ; • • • • •		☑	\$	500.00
	Total			on i	ς.	8 AAA AA

								
	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EX	PEN	SES	AND USE OF	PROCE	EDS	·-
	b. Enter the difference between the aggrega Part C - Question 1 and total expenses furnis 4.a. This difference is the "adjusted gross proc	hed in response to Part C	– Qı	iestic	on		\$	442,000
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check the total of the payments listed must equal the adforth in response to Part C – Question 4.b above	shown. If the amount for a ne box to the left of the est justed gross proceeds to the	any p timat	urpo: e. Th	se he			
	Torus in response to t art C – Question 4.0 abov	с.			Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			\$	n/a		\$	n/a
	Purchase of real estate			\$	n/a		\$	n/a
	Purchase, rental or leasing and installment of n	nachinery and equipment.		\$	n/a		\$	167,000
	Construction or leasing of plant buildings and	facilities		\$	n/a		\$	n/a
	Acquisition of other businesses (including involved in this offering that may be used in e securities of another issuer pursuant to a merge	xchange for the assets or		\$	n/a		\$	n/a
	Repayment of indebtedness			\$	n/a	 	\$	275,000
	Working capital			\$	n/a		\$	n/a
	Other (specify):			\$	n/a		\$	n/a
						- -		
				\$			\$	
	Column Totals			\$	n/a		\$	442,000
	Total Payments Listed (column totals added)					* *	42,00	10
		D. FEDERAL SIGNAT	URI	<u> </u>			42,00	
he vr	e issuer has duly caused this notice to be signed following signature constitutes an undertaking itten request of its staff, the information furnis le 502.	g by the issuer to furnish t	to the	U.S	. Securities and	i Exchan	ge Co	ommission, upor
SS	uer (Print or Type)	Signature (100				Date		
_	Data Connect Corporation	Ward Kan	\	سيسا		July 8, 2	004	
Va	me of Signer (Print or Type)	Title of Signer (Print or T	ype)					•

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	•	E. STATE SIGNATURE							
1.	-	sently subject to any of the disqualification provisio							
	See	Appendix, Column 5, for state response.							
2.	The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	Limited Offering Exemption (ULOE) of the st	ner is familiar with the conditions that must be satistate in which this notice if filed and understands that of establishing that these conditions have been satisf	t the issuer claiming the						
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused this notice	to be signed on its behalf by the						
Iss	uer (Print or Type)	Signature O O O	Date						
	Data Connect Corporation	Want Kalbin	July 8, 2004						
Na	me (Print or Type)	Title of Signer (Print or Type)							
	David Blackburn	Treasurer & Corporate Secretary							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 5 1 3 4 Disqualification under State Type of security ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of offered in State amount purchased in State waiver granted) investors in State (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount **Investors** Amount Yes No ALΑK ΑZ AR CO CA \overline{CT} DE DC FL GA НІ ID IL ΙN IΑ KS KY LA ME MDMAMI MN MS Common Stock 3 MO \$300,000 n/a n/a \$450,000 MT NE NV NH NJ NM NY

NC.			·			
,ND						
ОН						
OK						
OR		. 🗆				
PA						
RI						
SC						
SD						
TN						
TX ·						
UT						
VT	. 🗆					
VA	. 🗆					
WA						
WV						
WI						
WY						
PR						